

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**RESTRICTED SPENDING SOLUTIONS,
LLC,**

Plaintiff,

v.

**ALLOW CARD OF AMERICA, INC.;
PALM DESERT INVESTMENTS;
WACHOVIA CORP.; PNC FINANCIAL
SERVICES GROUP, INC.; PAYJR, INC.,
CARDLAB, INC.; THE BANCORP INC.;
DISCOVER FINANCIAL SERVICES;
DISCOVER BANK; BANK OF AMERICA
CORP.; COMMERCE BANCSHARES,
INC.; UMB FINANCIAL CORP.; FIFTH
THIRD BANCORP; MASTERCARD
INTERNATIONAL, INC.; VISA U.S.A.
INC.; U.S. BANCORP,**

Defendants.

Case No. 1:09-cv-03785-RRP-NRN

Judge Rebecca R. Pallmeyer

DECLARATION OF RODERICK M. THOMPSON IN SUPPORT OF DEFENDANTS'

MOTION FOR SUMMARY JUDGMENT OF INVALIDITY

I, Roderick M. Thompson, declare as follows:

1. I am a partner of Farella Braun + Martel LLP, attorneys for the Defendants Visa U.S.A. Inc., Wachovia Corporation, and Commerce Bancshares, Inc. I have first-hand knowledge of the matters stated herein, and if called as a witness, I could and would testify as to the same.

2. Attached hereto as Exhibit A is a true and correct copy of U.S. Patent No. 5,500,513 issued to Visa on March 19, 1996, bearing Bates production range VR0000347-366.

3. Attached hereto as Exhibit B is a true and correct copy of U.S. Patent No. 6,044,360, the patent-in-suit, bearing Bates production range RSS0000001-12.

4. Attached hereto as Exhibit C is a true and correct copy of the prosecution history of the patent-in-suit, bearing Bates production range RSS000013-214. For the Court's reference, specific pin cites are provided in the memorandum of points and authorities.

5. Attached hereto as Exhibit D is a true and correct copy of the Declaration Of Michael J. Picciallo Pursuant To 37 C.F.R. § 1.131 submitted to the United States Patent and Trademark Office on June 30, 2005 during the prosecution of U.S. App. No. 09/781,715, which claims priority through the patent-in-suit, bearing Bates production range RSS001483-1511.

6. Attached hereto as Exhibit E is a true and correct copy of the transcript of the Court's tutorial in this case held on December 11, 2009.

7. Attached hereto as Exhibit F is a true and correct copy of an excerpt from Plaintiff's tutorial slides presented to the Court on December 11, 2009.

8. Attached hereto as Exhibit G is a true and correct copy of the Complaint in this action, filed on June 23, 2009.

9. Attached hereto as Exhibit H is a true and correct copy of Plaintiff's initial disclosures in this action, asserting claims 8-17 and 27-36, served on December 21, 2009.

10. Attached hereto as Exhibit I is a true and correct copy of documents provided by Visa to the law firm of Townsend Townsend & Crew for the prosecution of U.S. Patent No. 5,500,513 bearing Bates production range VR0004757-4758. For clarity and legibility, we have also attached the Powerpoint version of these two pages that were presented as part of the Defendants' Tutorial on December 11, 2009.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this Declaration was executed this 5th day of February, 2010 in San Francisco, California.

/s/

Roderick M. Thompson

CERTIFICATE OF SERVICE

I hereby certify that on February 5, 2010, all counsel of record who are deemed to have consented to electronic service are being served with a copy of the foregoing instrument via the Court's CM/ECF filing system.

/s/ Roderick M. Thompson